



**SO ORDERED.**

**SIGNED this 11 day of June, 2009.**

**THIS ORDER HAS BEEN ENTERED ON THE DOCKET.  
PLEASE SEE DOCKET FOR ENTRY DATE.**

A handwritten signature in cursive script, reading "Marcia P. Parsons", is written over a horizontal line.

**Marcia Phillips Parsons  
UNITED STATES BANKRUPTCY JUDGE**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TENNESSEE**

**In re:** \* **Chapter 11**  
**APPALACHIAN OIL COMPANY, INC.** \* **Case No. 09-50259**  
\*  
**Debtor.** \*

\* \* \* \* \*

**SECOND AMENDMENT TO FINAL ORDER AUTHORIZING DEBTOR IN  
POSSESSION FINANCING AND USE OF CASH COLLATERAL**

Upon agreement of the Debtor Appalachian Oil Company, Inc. (the "Debtor") and Greystone Business Credit II, L.L.C. ("Greystone") to further amend the Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Order") [Doc. No. 242] as previously amended by Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Amended Order") [Document No. 418], **IT IS HEREBY ORDERED** that the Order and Amended Order are amended as follows:

1. That Paragraph F of the Court's findings in the Order is deleted and the following substituted in lieu thereof:

"Debtor has requested that Greystone and Greystone has agreed to continue to provide a secured post petition revolving credit facility in favor of Debtor (the "DIP Facility") pursuant to which Debtor may obtain post petition loans from time to time ("DIP Loans"), in an amended, increased aggregate amount up to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00) outstanding at any time, including amounts previously advanced pursuant to the Interim Order, the Order, and the Amended Order, for the purposes set forth in the budget attached as Exhibit A to the Order, the budget attached as Exhibit B to the Amended Order and the Budget attached hereto as Exhibit C (or at any time amended with the written consent of Greystone, herein the "Budget"), secured by all assets of Debtor, wherever located and whether arising prior to or after the Petition Date, provided however, that Greystone shall not have any security interest or lien upon any cause of action that Debtor may have pursuant to Chapter 5 of the Bankruptcy Code; provided that Greystone's liens and security interests shall be junior to the liens and security interests granted to the Product Vendors pursuant to their Order and provided further that, unless waived by Greystone, Debtor's ability to obtain financing is conditional on its ability to generate the sales set forth in the Budget;

2. That Paragraph 1 of the Order and Paragraph 2 of the Amended Order are amended to reflect an increase in the amount of the DIP Facility from Two Million Four Thousand and 00/100 Dollars (\$2,400,000.00) to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00), and (ii) an extension of the maturity date of the DIP Facility from June 10, 2009 until July 26, 2009;

3. That all other provisions of the Order and Amended Order are adopted and incorporated herein by reference, and shall remain in full force and effect; and

4. That the capitalized terms used herein shall have the same meaning as set forth in the Order and Amended Order.

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**APPROVED FOR ENTRY:**

**s/Mark S. Dessauer**

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